

Hearing Date: January 5, 2006 at 10:00 a.m. (Eastern)
Objection Deadline: January 2, 2006 at 4:00 p.m. (Eastern)

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:	*											
DELPHI CORPORATION, <i>et al.</i> ,	*	Case Nos. 05-44481 <i>et al.</i>										
		(Jointly Administered)										
Debtors.	*	Chapter 11										
*	*	*	*	*	*	*	*	*	*	*	*	*

**NOTICE OF MOTION OF CONSTELLATION NEWENERGY, INC.
FOR (I) RELIEF FROM STAY TO EXERCISE RECOUPMENT
AND/OR SETOFF RIGHTS PURSUANT TO SECTION 553 OF
THE BANKRUPTCY CODE AND (II) OTHER RELATED RELIEF**

PLEASE TAKE NOTICE that on December 21, 2005, Constellation NewEnergy, Inc. (“NewEnergy”) filed a Motion for (I) Relief From Stay to Exercise Recoupment and/or Setoff Rights Pursuant to Section 553 of the Bankruptcy Code and (II) Other Related Relief (the “Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on January 5, 2006 at 10:00 a.m. (Eastern) (the “Hearing”) before The Honorable

Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York and the Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007 and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management and Administrative Procedures and (III) Scheduling an Initial Case Conference in Accordance With Local Bankr R. 1007-2(e) [Dkt. No. 245] (the “Case Management Order”) and (c) must be filed and served in accordance with the Case Management Order so as to be received no later than 4:00 p.m. (Eastern) on January 2, 2006 (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, made in accordance with the Case Management Order and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served as provided herein, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York
December 21, 2005

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